



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

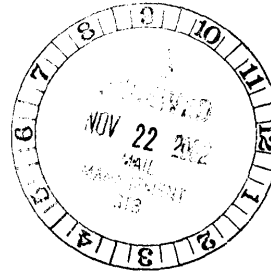
November 21, 2002

RECORDATION NO. 22581-N FILED

NOV 22 2002

1-08 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 13, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

|         |  |         |   |
|---------|--|---------|---|
| Lessor: | First Union Rail Corporation<br>One O'Hare Center<br>6250 River Road, Suite 5000<br>Rosemont, IL 60018 | Lessee: | Cascade and Columbia River Railroad<br>5300 Broken Sound Blvd., N.W.<br>2 <sup>nd</sup> Floor<br>Boca Raton, FL 33487 |
|---------|--|---------|---|

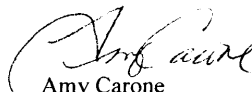
A description of the railroad equipment covered by the enclosed document is up to twenty-five (25) 50' 6" plate F boxcars, with NOKL marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(CSCD042)

RECORDATION NO. 22581-N

ASSGN. NO.: CSCD042

NOV 22 02

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MEMORANDUM OF LEASE ~~SURFACE~~ TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of November, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 40 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 22, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 13<sup>th</sup> day of November, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of November, 2002

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Franzen  
Name: Sandra K. Franzen  
Title: VP-Contracts

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 4<sup>th</sup> day of November, 2002.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

I, Dorothy Singer, a Notary Public of the County and State aforesaid, certify that Sandra K. Franzen personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of November, 2002.

Dorothy Singer  
Notary Public

Commission Expires:

07-16-05  
(Notary Public)



Dorothy Singer  
Commission # DD031124  
Expires July 16, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Up to twenty five (25)

DESCRIPTION OF CARS: 50'6" box cars, 286grl, Plate "F" with 12' doors

CAR NUMBERS: To be determined

NOKL 570286

NOKL 570304

NOKL 570314

NOKL 570336

NOKL 570354

NOKL 570396

NOKL 571111

NOKL 571114

NOKL 571123

NOKL 571126

NOKL 571130

NOKL 571131

NOKL 571134

NOKL 571140

NOKL 571145

NOKL 571148

NOKL 571155

NOKL 571156

NOKL 571164

NOKL 571173

NOKL 571174

NOKL 571175

NOKL 571188

NOKL 571189

NOKL 571193

Count: 25